FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

JUL 1 5 2006

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ONB Number: Expires:	3235-0076
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Name of Offering (check if this is an amendment and name has changed, and indicate change.) Taurus Peabody Investors Limited Partnership (the "Partnership") Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
- C 5
CBASIC DESCRIPTION DATA
1. Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
Taurus Peabody Investors Limited Partnership
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
c/o Taurus Investments, 118 Milk Street, Second Floor, Boston, MA 02109 (617) 357-4440
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Telephone Number (Including Area Code)
n/a n/a Brief Description of Business
The Partnership was formed to acquire a warehouse/light manufacturing/office facility of approximately 134,237 square feet located at One First Avenue, Peabody, Massachusetts (the "Property"). The Partnership intends to operate, finance and ultimately dispose of the Property.
Type of Business Organization corporation limited partnership, already formed other (please specify): business trust limited partnership, to be formed
Type of Business Organization Corporation Ilimited partnership, already formed Other (please specify): Dusiness trust Ilimited partnership, to be formed
GENERAL INSTRUCTIONS
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.
ATTENTION —
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

		A BASICADE	NTEECATION DATA		
2. Enter the information requ	ested for the follow	ing:			
 Each promoter of the 	e issuer, if the issu	er has been organized wi	ithin the past five years;		
 Each beneficial owner 	er having the powe	r to vote or dispose, or dir	ect the vote or disposition o	f, 10% or more of	a class of equity securities of the issuer.
 Each executive offi 	cer and director o	f corporate issuers and o	of corporate general and m	anaging partners	of partnership issuers; and
 Each general and m 	anaging partner of	f partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
TNE XXV LLC					
Full Name (Last name first, if	findividual)				
c/o Taurus Investments, 118 M				 	· · · · · · · · · · · · · · · · · · ·
Business of Residence Addre	ess (Number and S	treet, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Merrigan, Peter A.					Managing Partner
Full Name (Last name first, if	(individual)				
c/o Taurus Investments, 118 M	lilk Street, Second	Floor, Boston, MA 02109)		
Business or Residence Addre	ess (Number and S	treet, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Tully, Scott R.					Managing Partner
Full Name (Last name first, if	findividual)				
c/o Taurus Investments, 118 M	lilk Street, Second	Floor, Boston, MA 02109)		
Business or Residence Addre	ss (Number and S	treet, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Reibling, Lorenz. Full Name (Last name first, if	findividual)				•
c/o Taurus Investments, 118 N	•	Floor Roston MA 02100	0		
Business or Residence Addre		``			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Reibling, Guenther Full Name (Last name first, if	findividual)		· · · · · · · · · · · · · · · · · · ·		
		Elana Baston MA 02100			
Business or Residence Addre					
	(**************************************	,,,,,,	,,,,,		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Carbone, Peter					
Full Name (Last name first, if	individual)				
C/o Taurus Investments, 118 M					
Business or Residence Addre	ss (Number and S	treet, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	M Executive Office-	□ Director	☐ General and/or
onces box(es) mat Appry.	Li Cionores	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Alden, James	Finalization at N				·
Full Name (Last name first, if individual)					
Business or Residence Addre					
======= Addie	oo (ramoer and 3	, eny, state, zip et	,,,,,,		

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							3:. 1		1 :	0		Yes	No 57		
1.	Has the	issuer soi	d, or does t								••••	Ц	\boxtimes		
2.	Answer also in Appendix, Column 2, if filing under ULOE. (sub ject to 2. What is the minimum investment that will be accepted from any individual?								the di \$100,0		of	the			
							•					Yes	No		
3.			permit join									\boxtimes			
4.	commis If a pers	sion or sim on to be list, list the n	tion request nilar remune sted is an ass ame of the b , you may so	ration for so sociated per roker or de	olicitation or rson or age raler. If mo	of purchase nt of a brok re than five	ers in conne cer or deale c (5) persor	ection with r registered as to be list	sales of sec I with the S ed are asso	curities in t EC and/or	he offering. with a state				
Fu	ll Name (Last name	first, if indi	vidual)										-	
Ta	urus Capita	Funding L	LC											_	
Bu	siness or	Residence	Address (N	umber and	Street, Ci	ty, State, Z	ip Code)								
c/o	Taurus Pe	abody Inves	tors Limited I	Partnership,	118 Milk St	reet, Second	Floor, Bosto	on, MA 021	09					_	
Na	me of As	sociated B	roker or De	aler											
N/.	Α													_	
Sta	ates in Wi	nich Person	n Listed Has	s Solicited	or Intends	to Solicit	Purchasers								
	(Check	"All State	s" or check	individual :	States)							🔲 Al	l States		
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	RI_	sc	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR		
Fu	ll Name (Last name	first, if ind	ividual)										-	
D.		Docidonas	Address ()	Turn har and	1 Chroat C	it. Ctota 1	7:- Codo							-	
ы	12111622 01	Residence	: Address (N	Number and	i Street, C	ity, State, A	Zip Code)								
Na	me of As	sociated B	roker or De	aler		 								-	
St	ates in W	nich Perso	n Listed Ha	s Solicited	or Intends	to Solicit	Purchasers							•	
	(Check	"All State	s" or check	individual	States)		***************************************					AI	1 States		
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID		
		IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	мо		
	MT	NE	NV	NH	ĹИ	NM	NY	NC	ND	ОН	OK	OR	PA		
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR		
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	ii ivaine (Last Haine	inist, minu	ividuai,											
Bu	siness or	Residence	: Address (N	Number and	i Street, C	ity, State,	Zip Code)							-	
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MS	me of As	sociated B	roker or De	aler											
St	ates in WI	nich Perso	n Listed Ha	Solicited	or Intends	to Solicit	Purchasers							-	
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	lL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО		
	MT	NE	NV	NH	ИЛ	NM	NY	NC	ND	ОН	OK	OR	PA		
	RI	sc	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

COFFERING PRICE NUMBER OF INVESTORS EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Common Preferred Partnership Interests \$ 2,100,000.00 \$ 2,100,000.00 Other (Specify Total \$ 2,100,000.00 \$ Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors 2,100,000.00 Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. THE STATE OF THE S X 53,191.88 Printing and Engraving Costs Legal Fees \boxtimes s 54,000.00 Accounting Fees

 \boxtimes

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\$

2,094.75

105,000.00

170,000.00

384,286.63

Engineering Fees

Sales Commissions (specify finders' fees separately)

Other Expenses (identify) Acquisition Fee

Total

LE LA CONFERENCIPRIGES I ABERROFASSES I ORS EXPENSES AND USE OF	proceins 🛶 🤻	
b. Enter the difference between the aggregate offering price given in response to Part C—Question 1 and total expenses furnished in response to Part C—Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$ 1,715,713.37
5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C—Question 4.b above.		
	Payments to Officers, Directors, &	Payments to
	Affiliates	Others
Salaries and fees		S
Purchase of real estate		\$ 1,555,782.09
Purchase, rental or leasing and installation of machinery and equipment	□•	
Construction or leasing of plant buildings and facilities		
	Г1 ₃	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	□ 5	√∏s
Repayment of indebtedness		□ s
Working capital		
·		s
	s	 \$
Column Totals	□s	S 1,715,713.37
Total Payments Listed (column totals added)	. ⊠s	,715,713.37
SDEEDERAL SIGNATURE STEELS		
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commit the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of	ssion, upon writte	
Issuer (Print or Type) Taurus Peabody Investors Limited Partnership by TNE XXV LLC, its General Partner	Date July H, 2004	
Name of Signer (Print or Type) Title of Signer (Print or Type)		
Peter Carbone III Vice President		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		VE STATESTON	ynertee fan de s			
1.	Is any party described in 17 CFR 230.262 pre provisions of such rule?		-		Yes	N∘ ⊠
	See Ap	ppendix, Column 5, fo	or state response.			
2.	The undersigned issuer hereby undertakes to fur D (17 CFR 239.500) at such times as required	•	inistrator of any si	tate in which this notice is fi	led a noti	ice on Form
3.	The undersigned issuer hereby undertakes to issuer to offerees.	furnish to the state ac	ministrators, upo	n written request, informat	ion furni	shed by the
4.	The undersigned issuer represents that the iss limited Offering Exemption (ULOE) of the sta of this exemption has the burden of establishing	ate in which this notic	c is filed and und	erstands that the issuer claim		
	er has read this notification and knows the conter horized person.	nts to be true and has o	luly caused this no	ntice to be signed on its beha	If by the i	undersigned
•	Print or Type)	Signature /	0	Date		
	eabody Investors Limited Partnership by TNE XXV General Partner	1w	about	July/4, 2004		
Name (F	rint or Type)	Title (Print or Type)			
let	er Carbone, TIL	Vice Pr	sident			

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				APP	NDIX.				
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK	· .								
AZ									
AR					·				
CA		,							
со									
СТ									
DE		×	Ltd. Partnership Interests \$300,000.00.	1	\$300,000.00	0	\$0.00		
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FL		X	Ltd. Partnership Interests \$100,000.00	1	\$100,000.00	.0	\$0.00		
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1	Intend to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)			under Sta (if yes, explan waiver	ification ate ULOE
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО									
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NE									
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1	to non-a	d to sell accredited as in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4 Tinvestor and rchased in State t C-Item 2)		under St (if yes explan waiver	lification ate ULOE , attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
PR				·					

Note: \$100,000.00 in limited partnership interests were purchased by a foreign investor.

Form U-2 Uniform Consent to Service of Process

KNOW ALL MEN BY THESE PRESENTS:

Tha	t the undersigned Taurus Peabody Investors	Partnershi Limited / १४४७४११	p IImited Gatton), (a partnership), xx (xxxxxxxxxxxxxx
organized un-	der the laws of Massachusetts		×××stdesitggenknocostin
registration of their successor process or ple or out of violany such activithin the Sta	kfor purposes of complying with the laws of the result of securities, hereby irrevocably appoints to result in such offices, its attorney in those States so reading in any action or proceeding against it arisitation of the aforesaid laws of the States so design on or proceeding against it may be commenced in the so designated hereunder by service of procest resigned was organized or created under the laws	States indicated hereus he officers of the State designated upon whom any out of, or in connectated; and the undersign any court of compets upon the officers so	ander relating to either the es so designated hereunder and m may be served any notice, ction with, the sale of securities gned does hereby consent that ent jurisdiction and proper venue designated with the same effect
· I	t is requested that a copy of any notice, process of		eunder be mailed to:
	John Sullivan		
	(Name)		NA 00110 2612
	c/o Piper Rudnick LLP, One International Plac (Address		MA 02110-2613
	before the names of all the States for which the part of the state as its attorney in that State for receipt of		form is appointing the designated
AL	Secretary of State	FL	Dept. of Banking and Finance
AK	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	G A	Commissioner of Securities
AZ	The Corporation Commission	GUAM	Administrator, Department of Finance
AR	The Securities Commissioner	ні	Commissioner of Securities
CA	Commissioner of Corporations	ID	Director, Department of Finance
co	Securities Commissioner	IL	Secretary of State
CT	Banking Commissioner	IN	Secretary of State
\times_{DE}	Securities Commissioner	IA	Commissioner of Insurance
DC	Dept. of Insurance & Securities Regulation	KS	Secretary of State
K Y	Director, Division of Securities	OH	Secretary of State
LA	Commissioner of Securities	OR	Director, Department of Insurance and Finance

ME	Administrator, Securities Division		OK	Securities Administrator
MD	Commissioner of the Division of Sec	urities	PA	Pennsylvania does not require filing of a Consent to Service of Process
<u>X</u> MA	Secretary of State		PR	Commissioner of Financial Institutions
MI	Commissioner, Office of Financial ar Insurance Services	ıd	RI	Director of Business Regulation
MN	Commissioner of Commerce		SC	Securities Commissioner
MS	Secretary of State		SD	Director of the Division of Securities
MO	Securities Commissioner		TN	Commissioner of Commerce and Insurance
MT	State Auditor and Commissioner of In	nsurance	TX	Securities Commissioner
NE	Director of Banking and Finance		UT	Director, Division of Securities
NV	Secretary of State		VT	Commissioner of Banking, Insurance, Securities & Health Administration
NH	Secretary of State		VA	Clerk, State Corporation Commission
NJ	Chief, Securities Bureau		WA	Director of the Department of Licensing
NM	Director, Securities Division		w v	Commissioner of Securities
NY	Secretary of State		WI	Department of Financial Institutions, Division of Securities
NC	Secretary of State		WY	Secretary of State
ND	Securities Commissioner			
Dated this _		day of _	July	, 20 <u>04</u>
(SEAN)				Partnership by TNE XXV, its General Partne
		· · · · · · · · · · · · · · · · · · ·		

CORPORATE ACKNOWLEDGMENT

State or Province of _ County of)) ss.		
On this	day of	,20	before me	the
undersigned officer, p		d		known
personally to me to be	the(Tit	of the	e above named corpo	ration and
acknowledged that he,	, as an officer bein	g authorized so t	o do, executed the for	egoing instrument for
the purposes therein co	ontained, by signin	ng the name of th	e corporation by hims	self as an officer.
IN WITNESS WHER	EOF I have hereu	_		
	Notary Public/Commissioner of Oath			
		M	ly Commission Expire	es
State or Province of 1	Massachusetts)) ss.		
On this	day of J	uly, 2004	, before me,	· · · · · · · · · · · · · · · ·
On this the undersigned office	cer, personally ar	opeared		to me personally
known and known to r	ne to be the same	person(s) whose	name(s) is (are) signe	d to the foregoing
instrument, and acknow	wledged the execu	tion thereof for tl	ne uses and purposes	therein set forth.
In WITNESS WHERE	OF I have hereunt	to set my hand ar	nd official seal.	
		N	otary Public/Commis	sioner of Oaths
		М	y Commission Expire	es
(SEAL)				

3 of 3